

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REVOCATION OF PREVIOUS POWER  
OF ATTORNEY AND NEW POWER OF ATTORNEY/  
STATEMENT UNDER 37 CFR 3.73(b)

Applicant: Goldman, Sachs & Co.

Applications: (See Below)

Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

Sir:

(1) I hereby revoke all previous powers of attorney or authorizations of agent in the below-identified applications.

(2) On behalf of Goldman, Sachs & Co., I state that I am the Assignee of record of the entire interest of the below-identified applications (evidence of my authority is shown on the attached Letter of Authority). This is evidenced by assignments from the inventor(s) of the patent applications identified below. The assignments were recorded in the United States Patent and Trademark Office at the Reel/Frame listed below.

U.S. Application No.	Filing Date	Assignment Reel/Frame/Date	Attorney Docket No.
10/074,584	02/12/02	012885/0218 – 05/10/02	G08.018
10/278,380	10/23/02	013366/0400 – 01/17/03	G08.031/U
10/135,623	04/30/02	013060/0378 – 07/08/02	G08.034
10/459,655	06/11/03	013855/0621 – 08/06/03	G08.035/U
09/772,427	01/30/01	012113/0790 – 08/27/01	G08.081
09/812,627	03/20/01	012127/0035 – 08/27/01	G08.124
09/812,628	03/20/01	012113/0809 – 08/27/01	G08.126
09/825,470	04/02/01	012077/0840 – 08/27/01	G08.127
09/919,413	07/31/01	012207/0983 – 09/28/01	G08.128
10/801,438	03/15/04	014866/0856 – 07/19/04	G08.129/U
10/775,868	02/10/04	014689/0566 – 06/04/04	G08.130/U
10/304,909	11/26/02	013643/0827 – 05/12/03	G08.131/U
10/263,430	10/02/02	N/A	G08.132
10/730,224	12/08/03	014470/0012 – 09/29/04	G08.133/U
09/974,212	10/09/01	013676/0943 – 05/23/03	G08.134
10/464,168	06/17/03	013869/0524 – 08/12/03	G08.135/U
10/021,124	10/30/01	012880/0938 – 05/07/02	G08.136
10/385,557	03/11/03	013855/0612 – 08/06/03	G08.137
10/313,202	12/06/02	013388/0087 – 01/27/03	G08.138/U
10/456,000	06/06/03	013869/0646 – 08/13/03	G08.139/U
10/463,918	06/18/03	013946/0070 – 09/05/03	G08.140/U
10/633,080	08/01/03	014121/0807 – 11/12/03	G08.141/U
10/626,683	07/24/03	014237/0447 – 01/06/04	G08.142/U
10/465,435	06/19/03	013918/0588 – 08/27/03	G08.143/U
10/459,258	06/11/03	013918/0025 – 08/26/03	G08.144/U
10/625,049	07/22/03	014237/0328 – 01/06/04	G08.145/U
10/713,421	11/14/03	014414/0591 – 03/10/04	G08.146/U
10/801,238	03/15/04	015206/0383 – 10/01/04	G08.147/U
10/464,601	06/18/03	013855/0490 – 08/05/03	G08.148/U
10/737,217	12/15/03	014569/0368 – 04/27/04	G08.150/U
09/723,694	11/28/00	011918/0135 – 06/12/01	G08.151/U
09/724,075	11/28/00	011917/0700 – 03/12/01	G08.155

(3) I hereby appoint the following attorney(s) and/or agent(s) to prosecute these applications and transact all business in the Patent and Trademark Office connected therewith:

**PTO Customer Number 28062**

Patrick J. Buckley (Reg. No. 40,928);  
Randolph P. Calhoun (Reg. No. 45,371);  
Richard S. Finkelstein (Reg. No. 56,534);

Applicant: Goldman, Sachs & Co.


Nathaniel Levin (Reg. No. 34,860);  
Kurt M. Maschoff (Reg. No. 38,235); and  
Nandu A. Talwalkar (Reg. No. 41,339);

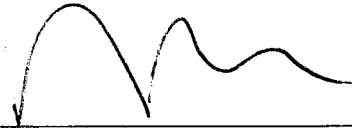
Send correspondence to:

Kurt M. Maschoff  
**PTO Customer Number 28062**

Direct telephone calls to: Kurt M. Maschoff at (203) 972-0081.

Respectfully submitted,

 GOLDMAN, SACHS & CO.



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Gregory K. Palm  
Managing Director

10/5/06  
Date

THE GOLDMAN, SACHS & CO. L.L.C.

Assistant Secretary's Certificate

I, JULIE M. ABRAHAM, an Assistant Secretary of The Goldman, Sachs & Co. L.L.C. (the "Company"), a Delaware limited liability company and a general partner of Goldman, Sachs & Co., a New York limited partnership, hereby certify that:

(a) Attached hereto as Annex A is a true copy of a resolution duly adopted by the members of the Company by written action as of November 30, 1996 granting the Chief Executive Officer of the Company the power, from time to time, to name persons as Managing Directors of Goldman, Sachs & Co.; such resolution has not been amended, modified or rescinded, remains in full force and effect and is the only such resolution adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of Managing Directors of Goldman, Sachs & Co.; and

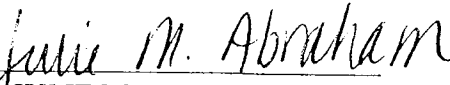
(b) Attached hereto as Annex B is a true copy of the appointment and delegation of authority, dated as of July 25, 2006 executed by the Chief Executive Officer of the Company and naming the persons listed thereon as Managing Directors of Goldman, Sachs & Co. and delegating to such persons the power to carry out the business of Goldman, Sachs & Co.; such appointment and delegation of authority has not been amended, modified or rescinded and remains in full force and effect; and

(c) Attached hereto as Annex C is a true copy of resolutions duly adopted by the Directors of the Company appointing each person named in such resolutions as an officer or authorized person of the Company in the capacity set forth therein; such resolutions have not been amended, modified or rescinded, remain in full force and effect and are the only such resolutions adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of officers or authorized persons of the Company which are in full force and effect.

(d) Attached hereto as Annex D is a true copy of Article I, Paragraph 1 of Goldman, Sachs & Co.'s Memorandum of Agreement, amended and restated as of November 30, 1996, as amended, which remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: September 11, 2006

  
Name: JULIE M. ABRAHAM  
Title: Assistant Secretary

ANNEX A

Resolution of the Members of  
The Goldman, Sachs & Co. L.L.C.  
Adopted by Written Action  
as of November 30, 1996

The following resolution was adopted by the members of The Goldman, Sachs & Co. L.L.C. (the "Company") by written action as of November 30, 1996:

FURTHER RESOLVED, that the Chief Executive Officer of the Company shall have the power, from time to time, as such Chief Executive Officer shall deem appropriate for the purposes of carrying out the business of Goldman, Sachs & Co., to name persons as Managing Directors of Goldman, Sachs & Co.

Annex B

Appointment and Delegation of Authority

The undersigned, Lloyd C. Blankfein, the Chief Executive Officer of The Goldman, Sachs & Co. L.L.C., a Delaware limited liability company (the "Company") and a general partner of Goldman, Sachs & Co., a New York limited partnership, pursuant to the resolutions of the members of the Company adopted as of November 30, 1996, does hereby:

- (i) name each person listed on Exhibit A hereto as a Managing Director of Goldman, Sachs & Co. to hold office for so long as such person is an employee of Goldman, Sachs & Co. or an affiliate thereof or until removed by an appointment and delegation of authority of the duly appointed Chief Executive Officer of the Company that supersedes this appointment and delegation of authority or until such person's resignation; and
- (ii) delegate to each such person while a Managing Director the power to carry out the business of Goldman, Sachs & Co.

This Appointment and Delegation of Authority supersedes all prior Appointments and Delegations of Authority.

IN WITNESS WHEREOF, Lloyd C. Blankfein has caused this appointment and delegation of authority to be delivered on the date indicated below.

Dated: July 25, 2006

  
\_\_\_\_\_  
Name: Lloyd C. Blankfein  
Title: Chief Executive Officer

EXHIBIT A  
(7/25/06)Managing Directors of Goldman, Sachs & Co.

Paul R. Aaron	Milton R. Berlinski
Peter C. Aberg	Andrew S. Berman
Hilary E. Ackermann	Frances R. Bernanzohn
Charles F. Adams	Stuart N. Bernstein
Jeffrey D. Adams	Robert A. Berry
Ben I. Adler	John D. Bertuzzi
Nick S. Advani	Elizabeth E. Beshel
Gregory A. Agran	Gaurav Bhandari
Raanan A. Agus	Leslie A. Biddle
Andrew W. Alford	Lloyd C. Blankfein
Analisa M. Allen	Vivek Bohra
Thomas K. Amster	David R. Boles
Elizabeth D. Anderson	Marjorie Boliscar
William D. Anderson, Jr.	Ralene F. Bonn
John G. Andrews	Douglas L. Borden
Douglas M. Angstrom	J. Theodore Borter
Lori B. Appelbaum	Susan G. Bowers
William W. Archer	John E. Bowman III
Philip S. Armstrong	Martin Brady
Lori H. Arndt	Lester R. Brafman
Rachel Ascher	Michael J. Brandmeyer
Armen A. Avanesians	Thomas C. Brasco
Dean C. Backer	Andrew I. Braun
Charles Baillie	Alan J. Brazil
Dolores S. Barnford	Anne F. Brennan
William J. Bannon	John J. Breyo
Benjamin C. Barber	Timothy J. Bridges
Jeffrey D. Barnett	Tony M. Briney
Scott B. Barringer	Patrick T. Briody
Steven M. Barry	Samuel S. Britton
Stacy Bash-Polley	Craig W. Broderick
Jonathan A. Beinert	Clifford V. Brokaw IV
Janet L. Bell	Adam J. Brooks
Stephanie K. Bell-Rose	Russell A. Broome
Jordan M. Bender	Torrey J. Browder
Tracey E. Benford	Cynthia A. Brower
Slim C. Bentami	Derek T. Brown
Susan M. Benz	Melissa R. Brown
Kenneth T. Berents	Samantha R. Brown
Michael G. Berini	Nancy D. Browne

Peter D. Brundage  
Steve M. Bunkin  
Steven M. Bunson  
Mark J. Buono  
Elizabeth M. Burban  
Randall S. Burkert  
Joseph M. Busuttill  
George H. Butcher III  
Edin Buturovic  
Jason G. Cahilly  
Anthony Cammarata, Jr.  
Gerald J. Cardinale  
Gregory B. Carey  
Mark M. Carhart  
David C. Carlbach  
Valentino D. Carlotti  
Marguarite A. Carmody  
Anthony H. Carpet  
Michael J. Carr  
Mark Carroll  
Chris Casciato  
Christopher L. Castello  
John W. Cembrook  
Eduardo Centola  
Robert J. Ceremsak, Jr.  
Amy L. Chasen  
Martin R. Chavez  
Andrew A. Chisholm  
W. Reed Chisholm II  
Thomas V. Cholnoky  
Robert J. Christie  
John Chrysikopoulos  
Jane P. Chwick  
James B. Clark  
Kent A. Clark  
Kelly C. Coffey  
Abby Joseph Cohen  
Alan M. Cohen  
Gary D. Cohn  
Christopher A. Cole  
Timothy J. Cole  
Scott Coleman  
Denis P. Coleman III  
Marcus R. Colwell  
Peter H. Comisar  
Laura C. Conigliaro

Thomas V. Conigliaro  
William J. Conley, Jr.  
Thomas G. Connolly  
Frank T. Connor  
Ian C. Connor  
Linnea K. Conrad  
Edith W. Cooper  
Kenneth W. Coquillette  
Colin J. Corgan  
Thomas W. Cornacchia  
Henry Cornell  
E. Gerald Corrigan  
Ann S. Costello  
Frank L. Coulson, Jr.  
James V. Covello  
Randolph L. Cowen  
Brahm S. Cramer  
Michael J. Crinieri  
Michael L. Crowl  
John W. Curtis  
Linda S. Daines  
Paul B. Daitz  
Jeffrey F. Daly  
John S. Daly  
Stephen D. Daniel  
Kent D. Daniel  
Frederick C. Darling  
Matthew S. Damall  
David H. Dase  
Michael C. Dawley  
Giorgio De Santis  
Bradley S. DeFoor  
Mark F. Dehnert  
James Del Favero  
Thomas F. Dempsey  
Mark E. DeNatale  
Armando A. Diaz  
Ahmad B. Dik  
Joseph P. DiSabato  
Michele I. Docharty  
Albert F. Dombrowski  
Katinka I. Domotorffy  
Suzanne O. Donohoe  
James H. Donovan  
Jana Hale Doty  
Keith Douglas



Thomas M. Dowling  
Daniel A. Dreyfus  
Donald J. Duct  
Brian J. Duffy  
Brian F. Duggan  
Karlo J. Duvnjak  
Jay S. Dweck  
Michael L. Dweck  
Kirsten A. Dzialga  
Todd E. Eagle  
David C. Earling  
Seaborn S. Eastland  
Kenneth M. Eberts III  
Paul S. Efron  
Herbert E. Ehlers  
Robert K. Ehudin  
John E. Eisenberg  
David P. Eisman  
Gregory H. Ekizian  
Kathy G. Elsesser  
Glenn D. Engel  
Katherine B. Enquist  
Earl S. Enzer  
James P. Esposito  
Michael P. Esposito  
Bruce J. Evans  
Mark Evans  
William J. Fallon  
Jess T. Fardella  
Elizabeth C. Fascitelli  
Matthew J. Fassler  
Jeffrey F. Fastov  
Nigel K. Faulkner  
Regina M. Feeney  
Norman Feit  
Stephan J. Feldgoise  
Steven M. Feldman  
Patrick J. Fels  
Laurie R. Ferber  
Jose M. Fernandez  
Gail S. Fierstein  
Gregory A. Finck  
Samuel W. Finkelstein  
Peter E. Finn  
Howard Fisher  
David A. Fishman

David L. Fishman  
James A. Fitzpatrick  
Mark B. Florian  
Elisabeth Fontenelli  
Elizabeth J. Ford  
Silverio Foresi  
Edward C. Forst  
Colleen A. Foster  
Linda M. Fox  
Oliver L. Frankel  
Jeffrey S. Frase  
Orit P. Freedman  
Barry J. Friedman  
Richard A. Friedman  
Thomas G. Fruge  
Robert K. Frumkes  
C. Douglas Fuge  
Timothy T. Furey  
Dino Fusco  
Enrico S. Gaglioti  
Timur F. Galen  
Sean J. Gallagher  
Ivan C. Gallegos Rivas  
Kristin Friesch Gannon  
Guillermo Garcia  
Kevin S. Gasvoda  
Richard A. Genna  
Paul E. Germain  
Kenneth K. Gershenfeld  
Scott A. Gieselman  
Gary T. Giglio  
H. John Gilbertson, Jr.  
Michelle Gill  
Nicholas G. Giordano  
Joseph H. Gleberman  
Alicia K. Glen  
Nancy S. Gloor  
Justin G. Gmelich  
Jeffrey B. Goldenberg  
Rachel C. Golder  
Court E. Golumbic  
James Gomez  
Gregg A. Gonsalves  
Francisco X. Gonzalez  
Larry J. Goodwin  
Andrew M. Gordon

Robert D. Gottlieb  
Gregory M. Gould  
Maria M. Grant  
Eldridge F. Gray  
Michael J. Graziano  
David J. Greenwald  
Peter W. Grieve  
Michael J. Grimaldi  
Peter Gross  
Kevin J. Guidotti  
Arun M. Gunewardena  
Celeste A. Guth  
Vladimir M. Gutin  
Jason R. Haas  
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Edward G. Hadden  
Erol Hakanoglu  
Thomas E. Halverson  
Elizabeth M. Hammack  
Mark K. Hancock  
Mary L. Harmon  
Roger C. Harper  
A. John Hass  
Jan Hatzius  
Edward A. Hazel  
Douglas C. Heidt  
David B. Heller  
William L. Hemphill  
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Nigel R. Hill  
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Kenneth L. Hirsch  
Kenneth W. Hitchner  
Maykin Ho  
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Todd Hohman  
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Annette L. Krassner  
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Amar Kuchinad  
Peter Labbat  
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Lori A. Lancaster  
Steffen C. Landauer  
Eric S. Lane  
Scott R. Lange  
Jonathan A. Langer  
Roy I. Lapidus  
Bruce M. Larson  
Anthony D. Lauto  
John J. Lauto  
Matthew Lavicka  
David N. Lawrence  
Hugh J. Lawson  
Brian J. Lee

Geoffrey C. Lee  
George C. Lee  
Gregory D. Lee  
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Gregg R. Lemkau  
Deborah R. Leone  
John R. Levenc  
Ronald S. Levin  
Allan S. Levine  
Brian T. Levine  
Bradford S. Levy  
Jack Levy  
Tobin V. Levy  
Kemp J. Lewis  
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Victor M. Lopez-Balboa  
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John A. Mahoney  
John V. Mallory  
Kathleen M. Maloney  
Robert S. Mancini  
Arlene Mann  
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Marvin Markus  
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David J. Mastrocola  
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Sanjeev K. Mehra  
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Michael J. Millette  
James E. Milligan  
Milton R. Millman III  
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Christina P. Minnis  
Maziar Minovi  
Luciana D. Miranda  
Gregory C. Mitsch  
David R. Mittelbushier  
Bryan P. Mix  
Scott E. Molin  
William C. Montgomery  
Wayne L. Moore

J. Ronald Morgan III  
James P. Morris  
Jeffrey M. Moslow  
Sharmin Mossavar-Rahmani  
Cheri S. Mowrey Davison  
Donald R. Mullen  
Donald J. Mulvihill  
Yumiko Murakami  
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Arjun N. Murti  
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Ted K. Neely II  
Hector E. Negroni  
Leslie S. Nelson  
Duncan L. Niederauer  
Suok J. Noh  
Suzanne Nora Johnson  
Craig J. Nossel  
Anthony J. Noto  
Michael L. November  
Gavin G. O'Connor  
Tosa Oghomo  
L. Peter O'Hagan  
Timothy J. O'Neill  
Timothy J. O'Reilly  
San W. Orr III  
Sarah Orsay  
Peter J. Ort  
James B. Otness  
Todd G. Owens  
Robert J. Pace  
Craig William Packer  
Jennifer A. Padovani  
Helen Palcno  
Gregory K. Palm  
Fred B. Parish Jr.  
Lisa L. Parisi  
Geoffrey M. Parker  
Alfredo J. Pastro  
Robert D. Patch

Sheila H. Patel  
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Lora J. Price  
Anthony J. Principato  
Steven D. Pruett  
Andrew F. Pyne  
Kevin A. Quinn  
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B. Andrew Rabin  
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Lorin P. Radtke  
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Buckley T. Ratchford  
Joseph Ravitch  
Shlomi Raz  
Sara E. Recktenwald  
Carl J. Reed  
Filip A. Rensky  
Jeffrey A. Resnick  
Dierk M. Reuter  
Steven Ricciardi  
Andrew D. Richard  
Michael J. Richman  
Thomas S. Riggs III  
Kirk L. Rimer  
Louisa G. Ritter  
William M. Roberts  
Marina L. Roesler  
James H. Rogan

John F.W. Rogers  
Scott A. Romanoff  
J. Timothy Romer  
Eileen P. Rominger  
Pamela P. Root  
Clifton P. Rose  
David J. Rosenblum  
Jacob D. Rosengarten  
Ivan Ross  
Michael J. Rost  
Lisa A. Rotenberg  
Marc A. Rothenberg  
Stuart M. Rothenberg  
Michael S. Rotter  
David T. Rusoff  
Paul M. Russo  
Richard M. Ruzika  
Michael D. Ryan  
Pamela S. Ryan  
Roy J. Salameh  
Brian J. Saluzzo  
J. Michael Sanders  
Muneer A. Satter  
Robert W. Savage  
Josephine Scesney  
Susan J. Scher  
Gary B. Schermmerhorn  
Stephen M. Scherr  
Clare R. Scherrer  
Howard H. Schiller  
Clifford D. Schlesinger  
Vivian C. Schneck-Last  
Lars H. Schonander  
Jeffrey W. Schroeder  
Matthew L. Schroeder  
Eric S. Schwartz  
Harvey M. Schwartz  
Thomas M. Schwartz  
David A. Schwimmer  
Paul D. Scialla  
Peter E. Scialla  
Steven M. Scopellite  
John A. Sebastian  
David D. Seeberan  
Lewis M. Segal  
Peter A. Seibold

Karen D. Seitz  
Rebecca M. Shaghalian  
Lisa M. Shalett  
Mark D. Shattan  
John P. Shaughnessy  
John W. Shearburn  
Daniel M. Shefter  
David G. Shell  
Heather K. Shemilt  
Richard G. Sherlund  
Adam Sherman  
David A. Shiffman  
Abraham Shua  
Keith A. Shultis  
Michael H. Siegel  
Ralph J. Silva  
Harry Silver  
Howard A. Silverstein  
Victor R. Simone, Jr.  
David T. Simons  
Michael L. Simpson  
Ravi M. Singh  
Ravi Sinha  
Barry Sklar  
Jeffrey S. Sloan  
Marshall Smith  
Michael M. Smith  
Sarah E. Smith  
Norborne G. Smith III  
John E. Smollen  
Jonathan S. Sobel  
Pekka I. Soininen  
David M. Solomon  
David Z. Solomon  
Judah C. Sommer  
Vickie C. South  
Daniel L. Sparks  
Nicholas J. Spencer  
Peter F. Spies  
Marc A. Spilker  
Robert C. Spofford  
James Sprayregen  
Joseph P. Squeri  
Alec P. Stais  
Estia E. Stecher  
Laurence Stein

Thomas J. Stein  
Chase O. Stevenson  
Richard J. Stungi  
Raymond S. Stolz  
John D. Storey  
Raymond B. Strong III  
Steven II. Strongin  
Randolph A. Stuzin  
Krishnamurthy Sudarshan  
Christopher P. Sullivan  
Patrick Sullivan  
Ram K. Sundaram  
Richard J. Sussman  
Damian E. Sutcliffe  
Gary J. Sveva  
Robert J. Sweeney  
Michael J. Swenson  
Gene T. Sykes  
Adam L. Tactile  
Thomas P. Takacs  
Massimo Tassan-Solet  
Eric N. Tavel  
Teresa A. Teague  
Greg W. Tebbe  
Thomas D. Teles  
David H. Tenney  
Mark R. Tercek  
Pawan Tewari  
Cory W. Thackeray  
Peter K. Tomozawa  
Brian J. Toolan  
John D. Tracy  
Terrence P. Travis  
Stephen S. Trevor  
Byron D. Trott  
Michael A. Troy  
Donald J. Truesdale  
Irene Y. Tse  
Thomas E. Tuft  
Greg A. Tusar  
Robert Uhl  
Suzette M. Unger  
Kaysie P. Uniacke  
Damian J. Valentino  
Lucas van Praag  
Ashok Varadhan

Philip J. Venable  
Paul E. Vigilante  
Robin A. Vince  
David A. Viniar  
Andrea A. Vittorelli  
Alejandro Vollbrechthausen  
Thomas A. Wagner  
John E. Waldron  
Paul Walker  
Robert P. Wall  
Theodore T. Wang  
Alan S. Waxman  
David M. Weil  
John S. Weinberg  
John C. Weingart  
Gregg S. Weinstein  
Scott R. Weinstein  
Richard A. Weissmann  
George W. Wellde, Jr.  
Eileen M. White  
Elisha Wiesel  
C. Howard Wietschner  
David D. Wildermuth  
Edward R. Wilkinson  
Oliver C. Will  
Kevin L. Willens  
Susan A. Willetts  
Todd A. Williams  
John S. Willian  
Dominic A. Wilson  
Kendrick R. Wilson III  
Joel M. Wine  
Kurt D. Winkelmann  
Jon Winkelried  
Michael S. Wishart  
Melinda B. Wolfe  
Tracy R. Wolstencroft  
Jon A. Woodruff  
Anne Yang-Dwyer  
W. Thomas York, Jr.  
Thomas G. Young  
Peter J. Zangari  
Gregory Zenna  
Joan H. Zief  
Lauren J. Zucker

Annex C

**THE GOLDMAN, SACHS & CO. L.L.C.****Written Consent of Directors**

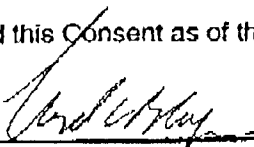
The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

  
Lloyd C. Blankfein

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

\_\_\_\_\_  
John S. Weinberg

\_\_\_\_\_  
Jon Winkelried



**THE GOLDMAN, SACHS & CO. L.L.C.****Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

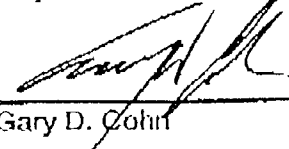
**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

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Lloyd C. Blankfein

---

Gary D. Cohn

---

Suzanne Nora Johnson

---

John S. Weinberg

---

Jon Winkelried

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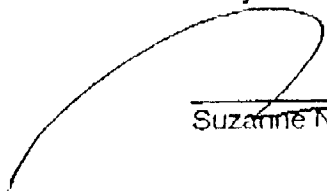
Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

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Lloyd C. Blankfein

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Gary D. Cohn

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Suzanne Nora Johnson

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John S. Weinberg

---

Jon Winkelried

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**Written Consent of Directors**

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**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

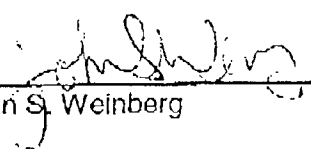
Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

\_\_\_\_\_  
Lloyd C. Blankfein

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

  
\_\_\_\_\_  
John S. Weinberg

\_\_\_\_\_  
Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**

**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

**RESOLVED**, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

**FURTHER RESOLVED**, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman


IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17<sup>th</sup> day of July, 2006.

\_\_\_\_\_  
Lloyd C. Blankfein

\_\_\_\_\_  
Gary D. Cohn

\_\_\_\_\_  
Suzanne Nora Johnson

\_\_\_\_\_  
John S. Weinberg

  
\_\_\_\_\_  
Jon Winkelried

**THE GOLDMAN, SACHS & CO. L.L.C.**  
**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

**RESOLVED**, that the following person(s) is/are elected to hold the office(s) of the Company set forth opposite his/her/their respective name(s) from the date hereof until his/her/their successor(s) is/are elected and qualified or until his/her/their earlier resignation or removal or until such person(s) ceases to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such power and duties in the management of the Company as generally pertain to their respective offices, and that all persons previously elected as officers of the Company are hereby removed as officers of the Company:

Henry M. Paulson, Jr.	Chairman
Suzanne M. Nora Johnson	Vice Chairman
Lloyd C. Blankfein	President
Henry M. Paulson, Jr.	Chief Executive Officer
Lloyd C. Blankfein	Chief Operating Officer
David A. Viniar	Chief Financial Officer
David A. Viniar	Executive Vice President
Gregory K. Palm	Secretary
Esta E. Stecher	Secretary
Elizabeth E. Beshel	Treasurer
Julie Abraham	Assistant Secretary
Matthew Furman	Assistant Secretary
Kenneth L. Josselyn	Assistant Secretary
Matthew E. Tropp	Assistant Secretary
Steven M. Bunson	Assistant Treasurer
Amol S. Naik	Assistant Treasurer

Gregory K. Palm

General Counsel

Esta E. Stecher

General Counsel

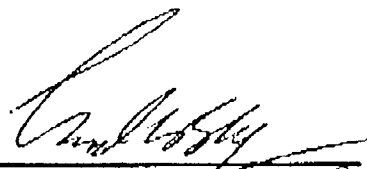
Frances R. Bermanzohn

Deputy General Counsel

Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

  
Lloyd C. Blankfein *0115*

\_\_\_\_\_  
Suzanne M. Nora Johnson

\_\_\_\_\_  
Henry M. Paulson, Jr.

Gregory K. Palm

General Counsel

Esta E. Stecher

General Counsel

Frances R. Bermanzohn

Deputy General Counsel

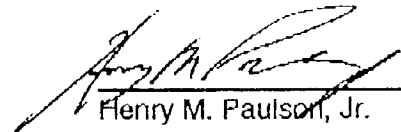
Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

\_\_\_\_\_  
Lloyd C. Blankfein

\_\_\_\_\_  
Suzanne M. Nora Johnson

  
\_\_\_\_\_  
Henry M. Paulson, Jr. *OK*

ANNEX D

**ARTICLE I**

**General Provisions**

1. *General.* The partnership name shall be Goldman, Sachs & Co., and the business shall be to engage (directly or through subsidiary or affiliated companies) in the financial services and securities businesses including, without limitation, investment banking, public or private finance, financial advisory services, merchant banking, asset or hedge fund management, or securities, futures, commodities, derivatives or currency brokerage sales, lending, custody, clearance settlement or trading in any place in the world and such other activities as LLC may determine, foreign and domestic exchange and investments of all kinds, and acting as broker in the buying and selling of real estate or interests therein.